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**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Order Instituting Rulemaking to Develop
Additional Methods to Implement the
California Renewables Portfolio Standard
Program.

Rulemaking 06-02-012
(Filed February 16, 2006)

**REPLY BRIEF
OF PACIFIC GAS AND ELECTRIC COMPANY (U 39-E)
ON THE USE OF SHORT-TERM CONTRACTS TO FULFILL
RENEWABLES PORTFOLIO STANDARD
REQUIREMENTS**

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Dated: July 6, 2006

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OF THE STATE OF CALIFORNIA**

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I. INTRODUCTION AND SUMMARY

Pacific Gas and Electric Company (PG&E) hereby replies to the opening comments concerning the use of short-term contracts filed in this phase of the Renewables Portfolio Standard (RPS) policy-setting proceeding. This phase was initiated to determine how short-term contracts could be used for RPS compliance by energy service providers (ESPs), community choice aggregators (CCAs), and small multi-jurisdictional investor-owned utilities (SMJU), collectively, “non-IOUs”.¹ The threshold issue the Commission must decide is whether each California LSE bears responsibility for contributing to the development of new renewable resources. PG&E, SCE, SDG&E, TURN, UCS, DRA, and Aglet respond in the affirmative. The Commission should find that such responsibility exists and then focus its attention on how RPS procurement should support new development if procurement does not occur exclusively through long-term contracts.

PG&E continues to recommend a portfolio approach to procuring renewable resources, consistent with the short-term and long-term procurement options it currently has².

¹ Decision (D.).05-11-025, ordering paragraph 7.

² Green Power Institute (GPI) states that PG&E is seeking permission to supplement its long-term contracting efforts with the ability to do some short-term procurement. (GPI OB at 6.) This is incorrect, as PG&E is already authorized to use short-term contracts so long as the term has been requested by the seller. PG&E’s testimony asked the Commission to recognize that short-term contracts can be a useful component of a procurement portfolio.

Under a portfolio approach, LSEs could procure a mix of short- and long-term contracts, from existing and new resources, to meet RPS requirements.

All LSEs should support new renewable resource development. PG&E agrees in concept with UCS that the portfolio mix must include a minimum percentage of long-term contracts to ensure that all LSEs contribute to new resource development. The Commission should evaluate the alternatives to long-term contracts using one consistent yardstick, that is, whether the mechanism promotes the development and operation of new renewable energy resources. PG&E also agrees with TURN that an LSE could have the option of demonstrating that a shorter-term contract supports new development by the fact that the generating resource is a new development.

The Commission should not adopt compliance strategies that would transfer the responsibility and risk of procurement from certain LSEs and place them on IOU customers. For example, the notion of IOU “overprocurement” on behalf of ESPs, the designation of an involuntary “procurement entity”, or the requirement that an IOU function as an “anchor tenant” to provide a strong stream of revenue to a development project all have the potential to harm IOUs and their customers. The details of PG&E’s position are provided, below.

II. AREM’S ARGUMENTS AGAINST THE MANDATORY INCLUSION OF LONG-TERM CONTRACTS IN THE RPS PORTFOLIO OF ALL LOAD SERVING ENTITIES ARE UNSUBSTANTIATED.

A. The Inclusion of Long-Term Contracts in an RPS Procurement Portfolio Is Not Necessarily Precluded by an LSE’s Business Model.

PG&E responds to AReM’s recommendation that ESPs should be exempt from any form of mandatory long-term RPS contracting requirement.

AREM explains that under the ESP business model, ESPs match their supply commitments to their customer commitments. AReM argues that a mandatory long-term contracting obligation would, “... force ESPs into a speculative and risky line of business – wholesale energy marketing and trading – that is fundamentally inconsistent with the typical ESP business model and risk management policies.” (AREM OB at 17.)

Even assuming that ESP procurement is conducted on an end-user specific, as opposed to a portfolio-wide basis, the record shows that the business plans of ESPs could be

modified to incorporate long-term RPS contracts for their customers. AReM's witness Hoekstra described the value-added service of an ESP as, "creatively structuring and bundling energy-related products and services that meet customers' requirements and preferences in a cost-competitive manner."³ As SCE observed, an ESP's decision to do business in California, a state with an actively developing RPS program, is a voluntary one.⁴ The Commission is not obligated to weaken its policy of promoting new renewable energy generation to accommodate an ESP's business plan. A long-term renewables contract requirement would simply be another regulatory requirement that the ESP must satisfy on behalf of its customers.

Moreover, if an ESP's customer departed before the expiration of a long-term RPS contract, Section 399.14 subsection (a)(2)(C) enables the ESP to bank its excess procurement of renewable energy for future use. Finally, the value of renewable energy credits (RECs), that is, the credit for renewable energy generation, may be increased by Commission authorization of traded RECs as an RPS compliance tool.⁵ All of these factors should substantially mitigate, if not eliminate, the ESP's risk created by any difference between the term of the ESP's customer commitment and the term of an ESP's renewables purchase agreement.

B. The Sarbanes-Oxley 404 Requirements Do Not Provide Standards for Commercial Transactions, but Do Require Management to Establish, Maintain, and Report on the Effectiveness of Internal Controls over Financial Reporting.

AReM's assertion that complying with a long-term contracting requirement could jeopardize the ability of an ESP to certify compliance with requirements of the Sarbanes-Oxley Act of 2002 (SOX) is misdirected. Mr. Hoekstra asserts that,

³ Ex. 13, 2:18-24, cited in AReM OB at 18.

⁴ Ex. 20 SCE Silsbee/Woodruff at 1:14-15.

⁵ "... (P)arties will have an additional opportunity to comment on the possible use of tradable renewable energy credits (RECs) (as defined in note 1 in the Executive Summary of the white paper) later in this proceeding." ALJ's Ruling Requesting Comments on Staff White Paper on Renewable Energy Certificates and the California Renewables Portfolio Standard Program, R.06-02-012, 04/20/06.

An ESP with a long-term supply contract but no corresponding customer commitment could be unable to demonstrate compliance with its overarching business model and risk management policies, which therefore would jeopardize the company's ability to certify its internal controls over financial reporting pursuant to Sarbanes-Oxley section 404.⁶

AReM's argument implicates two sections of the SOX: (1) Section 404 which requires annual reports to contain an "internal control" report, and (2) Section 302 which requires the principal executive officer and principal financial officer of a public company to certify financial reports filed with the Securities and Exchange Commission (SEC).

SOX Section 404 doesn't dictate the business models or risk management policies of public companies; instead it focuses on accurate and fair financial reporting. Section 404 requires the SEC to establish rules to require each annual report filed with the SEC to contain an internal control report that (1) states management's responsibility to establish and maintain an adequate internal control structure and procedures for financial reporting and (2) contains an assessment of the effectiveness of the internal control structure and procedures for financial reporting. As directed, the SEC adopted Rule 13a-15 to require public companies to maintain "internal controls over financial reporting" and requires management of each public company to evaluate the company's "internal controls over financial reporting" as of the end of the fiscal year.⁷ SEC Rule 13a-15(f) defines "internal control over financial reporting" as:

A process designed by, or under the supervision of, the registrant's principal executive and principal financial officers, or persons performing similar functions, and effected by the registrant's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

⁶ Ex. 13 AReM witness Hoekstra 8:24-28.

⁷ The SEC also adopted Item 308 of Regulation S-K to require each issuer's annual report to contain an internal control report that contains management's assessment of the effectiveness of the issuer's internal controls over financial reporting, including a statement as to whether or not the internal controls are effective and disclosure of any "material weakness" in internal controls. Management is not permitted to conclude that controls are effective if any material weaknesses exist. The annual report must also contain the auditor's attestation report on management's assessment.

- (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the financial statements.

The focus of internal controls is to ensure that financial information is accurately recorded and reported as required by SEC rules and in accordance with generally accepted accounting principles (GAAP). Business models and risk management policies are clearly not policies and procedures that come within the definition of “internal controls over financial reporting.” SOX Section 302, as implemented by SEC Rule 13a-14, require that annual and quarterly SEC reports contain a certification signed by the principal executive and financial officers stating that, with respect to internal controls, they are responsible for establishing and maintaining internal controls over financial reporting, they have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting, and they have disclosed in the SEC report to which the certification is attached any change in internal controls over financial reporting that was made during the last quarter that has materially affected, or is reasonably likely to materially affect, the company’s internal control over financial reporting.

Business models and risk management strategies that no longer fit the changing marketplace and regulatory environment don’t implicate internal controls over financial reporting as long as the transactions entered into by a company pursuant to its business model and in accordance with its risk management strategies are accurately recorded and reflected in its financial statements. Obviously, if a proposed transaction would not be in accordance with the company’s business model or risk management strategies the company has two choices: change its business model and risk management strategies or decline to enter into the transaction.

If indeed “[t]he risk management policies of ESPs are carefully tailored to the market and regulatory conditions in which they operate and their tolerance for risk” as stated by AReM, the potential for RPS procurement contracts to extend beyond the term of ESP customer agreements should be accounted for in the ESP’s business model.⁸ Although business models and risk management policies must be reviewed and modified to accommodate changes in the evolving energy marketplace and regulatory environment, such changes do not mean that a company’s internal controls over financial reporting are no longer effective.

III. ALL LOAD SERVING ENTITIES MUST SHARE RESPONSIBILITY FOR PROMOTING THE DEVELOPMENT OF NEW RENEWABLE ENERGY RESOURCES.

A. A Cap on the Percentage of Procurement through Short-Term Contracts May Assure that Consumers Realize the Benefits of Short-Term Contracts While Contributing to the Development of New Renewable Energy Resources.

The most straightforward method to ensure that all LSEs share responsibility for promoting new resource development is to require all LSEs to sign a substantial percentage of long term contracts. UCS states that short-term contracts may play a modest role in the RPS program, but that the appropriateness of short-term contracts differs between large IOUs, ESPs, and CCAs. Fearing that large IOUs may rely excessively upon short-term contracts under the Commission’s existing RPS procurement rules, UCS suggests, “The Commission ...may want to consider applying a percentage cap on the use of short-term contracts by large IOUs, ... although UCS does not offer a specific cap recommendation at this time.” UCS suggests that using short-term contracts to procure more than 20% of the incremental procurement target (IPT) from existing resources would raise concerns. (UCS OB at 18.)

PG&E’s initial reaction to the UCS proposal is that it would be more appropriate to base the cap on the annual procurement target (APT) rather than IPT. An APT-based cap would foster the CPUC’s goal of supporting long-term development, but would provide more

⁸ AReM OB at 21.

flexibility to LSEs on a year-to-year basis. PG&E would also propose an exemption from the 20% cap for short-term contract extensions for existing baseline facilities. PG&E supports further Commission exploration of a cap such as UCS suggested, so long as any cap applies to all LSEs and not just IOUs.

B. Differentiating Renewable Energy Procurement Contracts on the Basis of the Generator's Vintage, Instead of Contract Length, Provides Assurance of New Renewables Development.

The RPS statute and prior Commission decisions have focused on the execution of long-term contracts as the primary means of encouraging new renewable energy generation.² However, some LSEs are reluctant to enter into long-term contracts for various reasons.

TURN has suggested that “all LSEs should be required to demonstrate that their procurement transactions result in the development of new generation infrastructure”. Accordingly, either the IOUs would be directed to engage in long-term renewables contracting on behalf of all ESP/CCA customers, or the Commission would establish new generation or long-term contracting requirements for all LSEs as part of its RPS compliance rules. TURN’s primary recommendation is for an LSE to demonstrate a gradual increase in the annual procurement of new prospective generation resources regardless of the duration of the underlying contractual obligation. (TURN OB at 24).

As described below, PG&E is opposed to any requirement that the IOUs contract on behalf of all ESP/CCA customers. PG&E believes that either a long-term contracting requirement or an LSE demonstration that new renewable generation would be procured under each power purchase agreement are direct and productive ways to achieve the RPS goal. The LSE’s direct support of new generation would be apparent if the agreement provided for generation from a facility built or repowered no earlier than 2006. This approach may prove to be a useful complement to assuming that new resources or repowered resources are being built based on the length of a contract. It is presumed that since a 10-20 year term is required to secure financing for new construction, a contract of that length would

² Pub. Util. Code section 399.14 subsec. (a)(4); D.03-06-071 at 59. See also, SCE OB fn25 at 9 for citations to parties’ accord on this issue.

promote new renewables development. This may not always be so; for example, a long-term contract may be preferred by an existing facility.

To the extent that new renewable generation can be built based on contracts of less than 10 years, the eligibility of such contracts as an RPS compliance mechanism supports the expansion of renewable energy resources. The TURN approach has the additional benefit of making it unnecessary for the Commission to find, on the basis of a thin record, whether or not short-term contracts support the development of new renewable generation.

PG&E recommends this option as an alternative to requiring a minimum contract length of 10 years for all RPS-compliant contracts, so long as all LSEs enjoy the option.

IV. ALTERNATIVES TO LONG-TERM CONTRACTS THAT SHIFT THE RISK OF RENEWABLES PROCUREMENT FROM ONE LSE TO ANOTHER ARE UNACCEPTABLE.

UCS asks the Commission to investigate the development of one or more of the alternate long-term contracting structures offered by TURN's testimony – IOU overprocurement, a procurement entity, and CPUC-approved rate recovery for long-term contracts entered into by ESPs that “follow the load” in the event that customers migrate elsewhere.¹⁰ Also, the notion of an “anchor tenant” for long-term contracts was developed at the limited evidentiary hearing.

A. Mandatory IOU Procurement on Behalf of ESPs Would Unfairly Transfer Responsibility from ESPs to an IOU's Customers.

PG&E joins SDG&E in opposing TURN's proposal that IOUs should contract for renewable generation in excess of their expected needs and allocate both the output and costs to Direct Access (DA) customers. TURN claims this is consistent with the proposal of PG&E for acquiring new conventional generation for resource adequacy purposes in the rulemaking into long term procurement (R.06-02-013.) This is not so; ESPs and CCAs have a statutory duty to procure renewable power, while there is no statutory provision for ESPs and CCAs to meet long-term resource adequacy requirements. TURN's proposal would generally greatly complicate the task of RPS counting, procurement, and cost allocation. The

¹⁰ Ex. 5, TURN witness Freedman, 21:1-22:10 and Appendix E;

cost of RPS procurement may well increase for the IOUs' customers with no corresponding benefit at all, as the IOU is required to procure power further up the cost curve in order to satisfy the demand of additional ESP load and incurs additional expenses associated with resource procurement. Because this approach would require the utility to procure even greater volumes of deliveries, it would unfairly increase the utility's risk of RPS non-compliance.¹¹

B. A Procurement Entity May be Acceptable So Long As an IOU Is Not Involuntarily Selected to Act As the Procurement Entity.

The notion of a procurement entity appears to be closely related to that of IOU overprocurement on behalf of ESPs, except that the Commission has decided not to require IOUs to function as the procurement entity.¹² PG&E hesitates to endorse the concept of a procurement entity since the establishment and operation of that enterprise would probably require the expenditure of significant administrative resources by the IOU that continues to provide billing and accounting service for each DA customer on behalf of the ESP.

GPI suggests that the procurement entity is a realistic possibility because PPM operated as a voluntary "procurement entity". However, this example is inapposite; PPM purchased the power from the developer, FPLE, and is currently remarketing the energy to a variety of customers, mostly municipal utilities in California. PPM's objective in executing a power purchase agreement with FPLE was to purchase for its own account. PPM may not have executed the same agreement in the same manner if its objective was to meet the RPS obligations of a set of LSEs, as a procurement entity defined by TURN would have done.

While a procurement entity could fulfill many of the unmet needs of non-IOU load serving entities, the Commission should not rush to judgment based on the one case cited by GPI.¹³ The potential risks to customers due to the establishment of a procurement entity

¹¹ Ex. 17, PG&E witness Pappas 7:13-34.

¹² "At this point, we believe it may be appropriate to allow the utilities to act as procurement entities for ESPs and CCAs, but we will not require them to do so." D.05-11-025 at 15.

¹³ GPI OB at 5.

must be fully understood, and any proposal should be carefully reviewed to avoid any cost shift from the procurement entity to the IOU's customers.¹⁴

C. ESP Recovery of the Cost of Long-Term Contracts from ESP Customers Could Provide ESPs the Assurance Needed for Long-Term Contracts.

TURN suggests that ESPs could submit long-term contracts to the Commission for approval and receive an order allowing the recovery of contract costs from their current customers. This idea may have merit, but the issue of CPUC jurisdiction over ESPs is a complex one that could require substantial time and resources to resolve.

D. The “Anchor Tenant” Transaction Hypothesized At the Limited Evidentiary Hearing Could Be Carried Out by Commercial Parties on a Voluntary Basis.

During the limited evidentiary hearing, it was suggested that an “anchor tenant” such as a large IOU could provide a developer with a sufficient revenue stream from a long-term power purchase agreement for a substantial portion of the facility's output so that the remaining generation could be sold through short-term contracts to other entities. CalWEA's witness concluded that this could be a “viable” basis for project development with a “very solid” long-term anchor tenant.¹⁵ Actually, no special authorization from the Commission is required for sellers to offer a procurement opportunity such as the anchor-remainder model. If it were to consider this concept, the Commission should clarify that participation in an anchor tenant model would be voluntary and non-discriminatory. The anchor tenant should not be forced to underwrite the revenues for the remainder output. Although CEERT and CalWEA suggest that the remainder of the generation could be sold through short-term contracts, the remaining generation should not be restricted to certain LSEs desiring short-term contracts. IOUs should be able to purchase remainder amounts, particularly if IOU consumers have provided the developer with security in the form of a long-term contract for most of the project capacity.

¹⁴ *Id.* at 8:3-13.

¹⁵ CEERT OB at 19, citing CalWEA witness Morrison RT at 120.

The anchor-remainder model could provide opportunities for short-term contracts to contribute to the development of new renewable resources, but the terms should be negotiated by the parties in consideration of their particular commercial needs, rather than directed by the Commission.

V. CONCLUSION

The rules under which the investor-owned utilities (IOUs) may use short-term contracts should not be disturbed; that is, utility procurement pursuant to short-term contracts fulfills RPS requirements if the discussion of a term less than ten years was initiated by the seller. The Commission should find that all LSEs are responsible for achieving the state-wide goals of the RPS program and that each LSE must include significant amounts of power from new renewable resource generation in its RPS portfolio. While the Commission may adopt alternatives to long-term contracts to procure new resources, it should reject proposals that shift the risk of energy procurement transactions from certain LSEs to IOU customers.

Respectfully Submitted,

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By: _____ /s/
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Dated: July 6, 2006

CERTIFICATE OF SERVICE BY ELECTRONIC MAIL

I, the undersigned, state that I am a citizen of the United States and am employed in the City and County of San Francisco; that I am over the age of eighteen (18) years and not a party to the within cause; and that my business address is Pacific Gas and Electric Company, Law Department B30A, Post Office Box 7442, San Francisco, CA 94120.

On the 6th day of July 2006, I served a true copy of:

**REPLY BRIEF
OF PACIFIC GAS AND ELECTRIC COMPANY (U 39-E)
ON THE USE OF SHORT-TERM CONTRACTS TO FULFILL
RENEWABLES PORTFOLIO STANDARD
REQUIREMENTS**

[XX] By Electronic Mail – serving the enclosed via e-mail transmission to each of the parties listed on the official service list for R.06-02-012 providing an e-mail address.

I certify and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on this 6th day of July 2006 at San Francisco, California.

/s/

LINDA S. DANNEWITZ

July 6, 2006

Docket Clerk
California Public Utilities Commission
505 Van Ness Avenue, Room 2001
San Francisco, CA 94102

Re: Order Instituting Rulemaking to Develop Additional Methods to Implement the
California Renewables Portfolio Standard Program. R.06-02-012

Dear Sir/Madam:

Enclosed for filing are the original and five (5) copies of the **“REPLY BRIEF OF PACIFIC GAS AND ELECTRIC COMPANY (U 39-E) ON THE USE OF SHORT-TERM CONTRACTS TO FULFILL RENEWABLES PORTFOLIO STANDARD REQUIREMENTS”** in the above-captioned matter.

Please file the original document, date-stamp one copy, and return in the enclosed self-addressed stamped envelope.

Very truly yours,

/s/

Evelyn C. Lee

ECL:ld

Enclosures

cc: Administrative Law Judge Anne E. Simon
Paul Douglas, Energy Division
All Parties of Record in R.06-02-012 (via electronic mail)

THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA SERVICE LIST

Downloaded July 6, 2006, last updated on June 28, 2006

Commissioner Assigned: Michael R. Peevey on February 24, 2006; **ALJ Assigned:** Anne E. Simon on February 24, 2006

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Order Instituting Rulemaking to Develop Additional
Methods to Implement the California Renewables Portfolio
Standard Program.

Rulemaking 06-02-012
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THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA SERVICE LIST

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Commissioner Assigned: Michael R. Peevey on February 24, 2006; **ALJ Assigned:** Anne E. Simon on February 24, 2006

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Order Instituting Rulemaking to Develop Additional
Methods to Implement the California Renewables Portfolio
Standard Program.

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